

X-MEN

MARVEL COMICS GROUP™



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X-MEN

PROFESSOR
X
IS DEAD!

NO!
IT CAN'T
HAPPEN!
IT CAN'T!

NOT A HOAX! NOT A DREAM!
NOT AN IMAGINARY TALE! **THIS IS FOR REAL!**



THESE 3 BIG DRAFTING KITS* GIVEN TO YOU!

...when you train at home with us for a

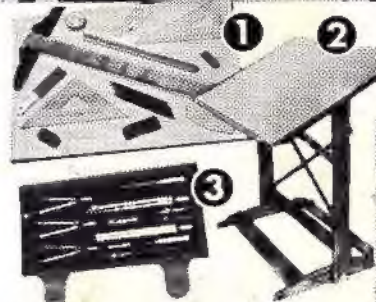
HIGH PAY JOB IN DRAFTING!

Coast-to-Coast Shortage of Trained Draftsmen Opens Thousands Big Salary Jobs for Beginners!

Now you can take your pick of thousands of big salary jobs open to Draftsmen (see "help wanted" sections of metropolitan newspapers). Huge nationwide demand... U.S. Dept. of Labor reports "42% more Draftsmen needed in next 10 years—not enough applicants to fill drafting jobs available now!" Our easy "Quick-Learn" Method has helped hundreds toward good income, security and prestige as Draftsmen. Why not you?

You Need No Drawing Skill—No Technical Ability

Our staff of Professional Draftsmen guide you step-by-step. With our spare time home-study plan you work on actual projects. Makes learning fun—easy to remember, too. Many graduates have succeeded with only grade school training. Others report good earnings drafting part time while learning. Rush coupon today sure... get **FREE "DRAFTING CAREER KIT," Sample Lesson, Drafting Aptitude Test** including intriguing new **5-Way Drafting Instrument** and **20 page Book "Your Future in Drafting"**—jam-packed with revealing facts on your opportunity to win top pay and job security in Drafting. Everything mailed to you **FREE** and **WITHOUT OBLIGATION**.



* Precision Drawing Instrument Set, Professional Drafting Board Outfit and Fingertip Tilting Drafting Table are given to you with your complete North American Course in Drafting.

U. S. LABOR DEPT. REPORTS SERIOUS SHORTAGE OF DRAFTSMEN

(The following quotes from U. S. Labor Dept point out nationwide shortage for Draftsmen)

"The dearth of qualified applicants has resulted in increasing calls for trainees, as employers in many areas relaxed hiring specifications. Experience requirements have been virtually eliminated, along with age barriers."

"Steadily growing employer requirements...were accompanied by marked reductions in the supply of draftsmen available."

TOP AMERICAN EMPLOYERS WELCOME NASD GRADUATES

"We would be interested in interviewing your grads as potential employees." **REMINGTON**

"At the present time we have several openings available for qualified Draftsmen. I look forward to considering graduates of your institution." **WESTINGHOUSE**

"We have immediate openings for designers and Draftsmen and have a definite interest in interviewing candidates immediately."

AMERICAN MACHINE & FOUNDRY

(3) High School Draftsmen

Employment with major engineering and manufacturing firms. High pay and excellent benefits. No experience necessary. Training provided. Write for details.

NO EXPERIENCE REQUIRED!

Training and instruction in a basic and complete employment with income of \$12,000 per year. No experience necessary. Write for details.

FLUOR

Corporation, Ltd. International. 7100 E. Atlantic Blvd. Tulsa, Oklahoma 74117

Design Draftsmen

Requires experience in design and drafting of mechanical parts. Write for details.

DRAFTSMAN Architectural

WESTERN GEAR

Take Your Pick of 2 EXCITING FIELDS

1 Architectural Drafting

Today's population explosion guarantees boom in building of homes, churches, schools, factories, office buildings & warehouses is just starting. Thousands Architectural Draftsmen needed NOW because drawings must be made of every part of every building before ground can be broken.

2 Mechanical Drafting

Skyrocketing U.S. mass production requires millions of drawings & thousands of Mechanical Draftsmen all along the way. Drawings must be made of every PART of every product used in the U.S. (as well as of the machines that make these parts) before production can be started.

HERE'S WHAT STUDENTS SAY

Gets Three Raises!

"Since completing my course I have been transferred from the foundry to the Engineering Department and had three raises."

R. C., Ohio

Job Awaits Serviceman!

"Your Drafting Course has given me a good start. I already have a job waiting for me when I leave the service."

L. J., PPO, New York

Big Promotion!

"18 months ago I was a laborer. Now I am foreman of 22 people in the Drafting Room. Thanks for making this possible."

S. D., Mass.

"I've had 2 boosts in salary and a \$300 bonus in 11 months. Wish I could shake hands with your staff in person."

A. C., Calif.

Authorized to issue diplomas by California Superintendent of Public Instruction.

Accredited Member, National Home Study Council.

Veterans, Servicemen you may be eligible for G.I. education benefits

A home-study program in association with Cleveland Engineering Institute.

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Your FUTURE in DRAFTING

APTITUDE TEST

SAMPLE LESSON

- 1 5-Way Drafting Instrument—yours to keep as a FREE GIFT without obligation.
- 2 20-Pg. Drafting Career Fact Book—packed with details about career opportunities.
- 3 Self-Scoring Drafting Aptitude Test—tells if you are suited for high-pay Drafting Career.
- 4 Sample Lesson—a "sneak preview" of things to come.

NORTH AMERICAN SCHOOL OF DRAFTING, Dept. RJ 064
4500 Campus Dr., University Plaza, Newport Beach, CA 92663

Rush "DRAFTING CAREER KIT" including Book, Sample Lesson, Aptitude Test & Drafting Instrument—ALL FREE!

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4500 Campus Dr., Dept. RJ 064, University Plaza, Newport Beach, CA 92663

Stan Lee PRESENTS: **X-MEN!** THE MOST UNUSUAL FIGHTING TEAM ^{OF ALL TIME!}

THE STORY WE NEVER EXPECTED TO **PRINT!**

"IF I SHOULD DIE..."

IN THE SOMBER PRIVACY OF X-MEN HQ, A STRIDENTLY ANGRY ANGEL... FLANKED BY THE ICEMAN...RAILS AGAINST AN UNSEEN THIRD PARTY! (UNSEEN BY US, THAT IS!)

TWO OF THE X-MEN MAY BE BATTLING FOR THEIR VERY LIVES RIGHT NOW...AGAINST THE SUB-HUMAN CALLED GROTESK...AND YOU SAY YOU CAN'T COME WITH US?

IT'S AS IF YOU AND THE PROFESSOR NO LONGER CARE WHAT HAPPENS TO THEM... OR TO ALL HUMANITY!

EASY, WARREN! MAYBE...THERE'S SOME OTHER EXPLANATION...

YEAH? WELL, THEN, LET'S HEAR IT! BUT, IT'D BETTER BE A LULU!

STAN LEE
PROUDLY AND WITH
PRAISEWORTHY PERSPICACITY
PRESENTS YET ANOTHER
**ROY THOMAS-
DON HECK**
MARVEL MASTERWORK!

INKED BY:
**GEORGE
TUSKA**

LETTERED BY:
**SAM
ROSEN**

AND NOW, FOR YOU FORGETFUL ONES OUT THERE, WHAT SAY WE ALL TURN THE PAGE...AND LEARN THE SURPRISING OBJECT OF THE WINGED MUTANT'S ENRAGED OUTBURST...

ORIGINALLY PRESENTED IN X-MEN #42

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...NONE OTHER THAN THE LOVELY MARVEL GIRL!

I'VE...NOTHING FURTHER TO SAY, ANGEL!

I CAN'T LEAVE WITH YOU AND BOBBY... AND THAT'S THAT!

YOU DON'T KNOW WHAT YOU'RE SAYING, LADY!



WHAT'S MORE, I DON'T BUY YOUR STORY ABOUT THE PROFESSOR BEING GONE! I WANT TO SEE HIM... NOW!

DON'T PUSH ME TOO FAR, WARREN, OR...

NEVER MIND, JEAN! I'M BACK!



PROFESSOR XAVIER! YOU SAID YOU'RE BACK! THEN...YOU REALLY WERE GONE!

IN A MANNER OF SPEAKING, BOBBY!

LET'S JUST SAY THAT MY SOLITUDE ACCOMPLISHED ITS PURPOSE!



STILL, THERE'S NO TIME TO GO INTO THAT NOW!

I'VE MERELY COME TO TELL YOU NOT TO WORRY... THAT CYCLOPS AND THE BEAST CAN TAKE CARE OF THEMSELVES!

BUT, SIR... IF YOU HAD SEEN GROTESK... SEEN HOW STRONG HE IS...

OR, IF YOU'D HAD A LOOK AT THAT UNDERGROUND CIVILIZATION HE COMES FROM...

BOBBY! WARREN! YOU'RE FORGETTING YOURSELVES! THIS IS PROFESSOR XAVIER YOU'RE TALKING TO!

IS IT? I'M NOT EVEN SURE OF THAT ANYMORE!

ALL I KNOW IS, I'M GOING BACK THERE TO HELP SCOTTY AND HANK... IF I HAVE TO GO ALONE!



NO, WARREN! YOU WILL STAY HERE... AND THAT'S AN ORDER!

YES... PROFESSOR!

YOU... YOU CAN'T MEAN THAT, SIR! YOU CAN'T!

BUT I DO! REMAIN IN THIS ROOM... UNTIL I CALL YOU! JEAN... DON'T LET THEM LEAVE!



THEN, AS THE LACONIC LEADER RETURNS TO HIS STUDY, LEAVING MARVEL GIRL AS SENTRY OUTSIDE THE DOOR...

WE'VE... GOT TO HAVE FAITH IN THE PROFESSOR. WARRY! HE'S NEVER LET US DOWN BEFORE!

MAYBE NOT... BUT HE'S CHANGED, SOMEHOW! HE'S HIDING SOMETHING FROM US!

AND, WHAT ABOUT JEAN? I THOUGHT SHE LOVED SCOTT!

YET, HE MAY BE FACING GROTESK RIGHT NOW... AND SHE ISN'T LIFTING A FINGER!

NECRODAMUS IS BACK. AND THIS TIME HE'S AFTER— THE AVENGERS!

WE'RE NOT SURE ABOUT THE SOMBRE CYCLOPS FOR THE MOMENT... BUT, IN CASE YOU'RE CURIOUS AS TO HOW HANK P. MCCOY IS OCCUPYING HIS TIME JUST NOW...

ONCE AGAIN YOU HAVE DARED TO CHALLENGE GROTESK... THE SUB-HUMAN!

DID YOU TRULY BELIEVE YOU WERE A MATCH FOR ME?

MMHFF!

HE'S EVEN MORE DANGEROUSLY POWERFUL THAN WE HAD PROGNOSTICATED!

PERHAPS WE SHOULDN'T HAVE DISPENSED SO RECKLESSLY WITH THE SERVICES OF ICEMAN AND THE ANGEL!

AWAY, SLIGHT ONE! YOU SHALL PERISH SOON ENOUGH...

...WHEN GROTESK DESTROYS THIS ENTIRE PLANET!

THE ENTIRE PLANET? BEFORE YOU BECOME INTOXICATED WITH VISIONS OF YOUR OWN POWER, MY BEATLE-TRESSED BUDDY...

...YOU'VE GOT THE RAPIDLY-REBOUNDED BEAST TO DEAL WITH!

NOK!

AND, I FEEL COMPELLED TO ADMONISH YOU... I'M NOT EXACTLY A 99-POUND WEAKLING MYSELF!

ON SECOND THOUGHT... COMPARED TO HIM, MAYBE I AM!

I'VE HIT HIM TWICE WITH FULL FORCE... AND HE'S HARDLY SUING FOR PEACE!

THE NEXT SECOND, THE APE-LIKE X-MAN PROVES TO HAVE BEEN A DEPRESSINGLY ACCURATE PROPHET, AS...

FALL, PUNY HUMAN!

AND NOW, WHAT OF YOUR COMPANION? HAS HE PERHAPS WISELY FLED... IN STARK FEAR?



BIG JIM'S[®]

WIN

You can win \$100 worth of Big Jim toys in the fabulous new Big Jim Puzzle Sweepstakes.

Here's how:

1. On the opposite page are pictures of Big Jim's equipment and accessories. Along with the picture is a sentence or two telling you about the toy. But there's a word missing from the sentence.
2. Figure out the missing words, then put them in their proper spaces in the crossword puzzle below. When you've finished the

puzzle, send it with the completed entry blank showing your name, address and zip code. The winning name will be drawn at random by Mattel from a bin containing all the correct entries. It's exciting. It's easy. It's almost as much fun as playing with Big Jim and his great new gear. So hurry and enter now!

NAME	AGE	BOY	GIRL	ZIP	1				
					2	3	4	5	
ADDRESS	CITY	STATE	P.O. Box 1688, Blair, Nebraska 68009	6	7	8	9		
				10	11				
				12	13	14	15	16	
				17					

Mattel's decision will be final and will be made within thirty days after the sweepstakes closing date. The odds of winning will be determined by the number of correct entries received. Liability for taxes is the sole responsibility of the winner. Sweepstakes void in Idaho, Missouri, Washington, and Georgia, and wherever else prohibited or restricted by law.

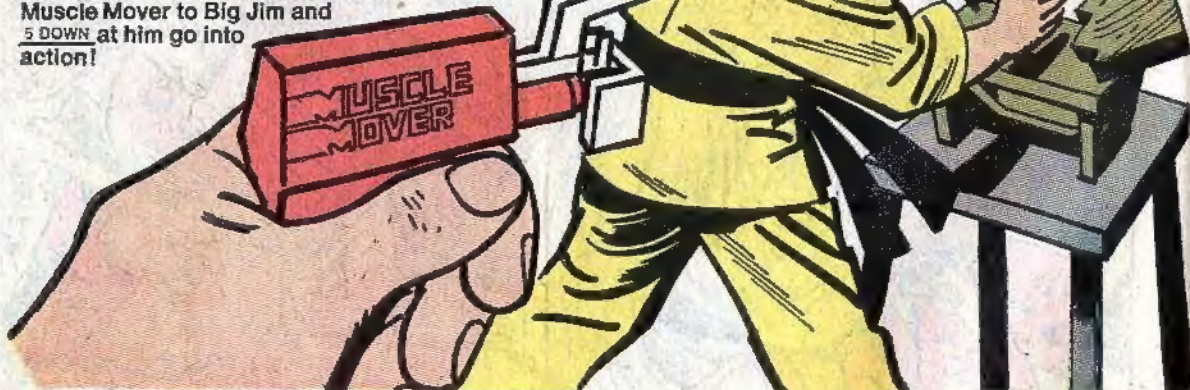
Enter as often as you wish, but each entry must be mailed in a separate envelope, postmarked by January 31, 1975, and received by February 15, 1975. No substitutions for prizes. The winner will be notified by registered mail.

To obtain the winner's name, send a stamped, self addressed envelope to:
Big Jim's Puzzle Sweepstakes,
P.O. Box 1688,
Blair, Nebraska 68009
Employees of Mattel, Inc., its subsidiaries and advertising agency and their families are not eligible.



Big Jim's Muscle Mover[™]:

What makes Big Jim move? This exclusive new Muscle Mover! It comes with each and every Kung Fu and Pro Sports Action set. Just attach the Muscle Mover to Big Jim and 5 DOWN at him go into action!



KUNG FU AND SPORTS ACTION SWEEPSTAKES

Big Jim's Kung Fu Studio:



Comes with everything Big Jim needs to practice the martial arts of Kung Fu and Karate!



Here we see Big Jim about to break a 12 ACROSS with a Karate chop.

Big Jim's Pro Sports Gear:

This fantastic new sports set comes with Big Jim, and all the equipment he needs to play baseball, football and basketball.

Big Jim makes a fantastic shot over the opposing 2 DOWN

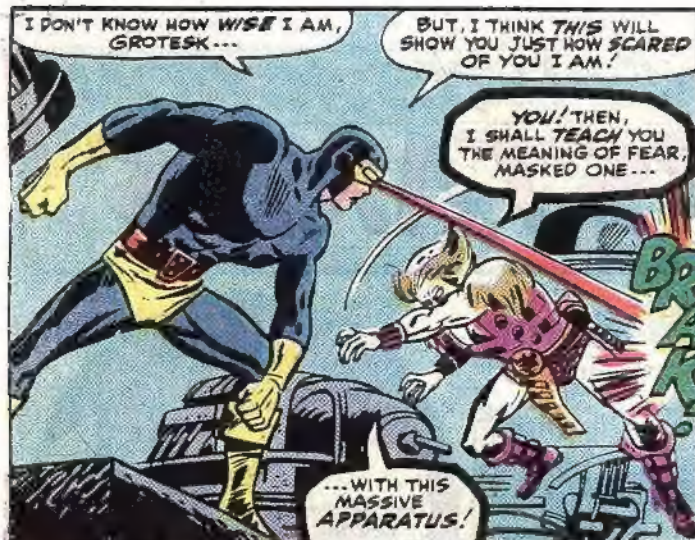


Just complete the puzzle on the opposite page, and who knows? You may have 1 DOWN \$100!

The bases are loaded. Big Jim's team is losing 4-1. Big Jim swings at the ball, and hits a grand slam home 8 ACROSS

Big Jim kicks a field 2 ACROSS, and saves the day for his team.



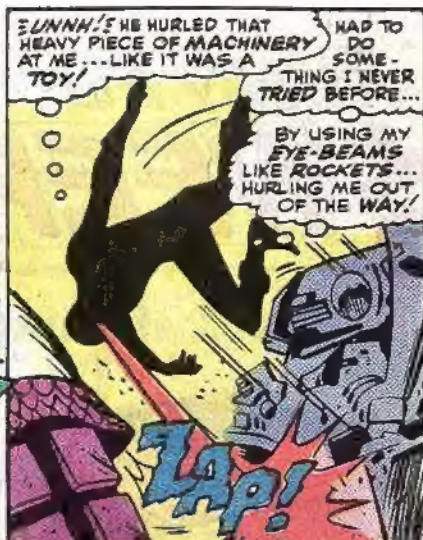


I DON'T KNOW HOW WISE I AM, GROTESK...

BUT, I THINK THIS WILL SHOW YOU JUST HOW SCARED OF YOU I AM!

YOU! THEN, I SHALL TEACH YOU THE MEANING OF FEAR, MASKED ONE...

...WITH THIS MASSIVE APPARATUS!



UNNN! HE HURLED THAT HEAVY PIECE OF MACHINERY AT ME... LIKE IT WAS A TOY!

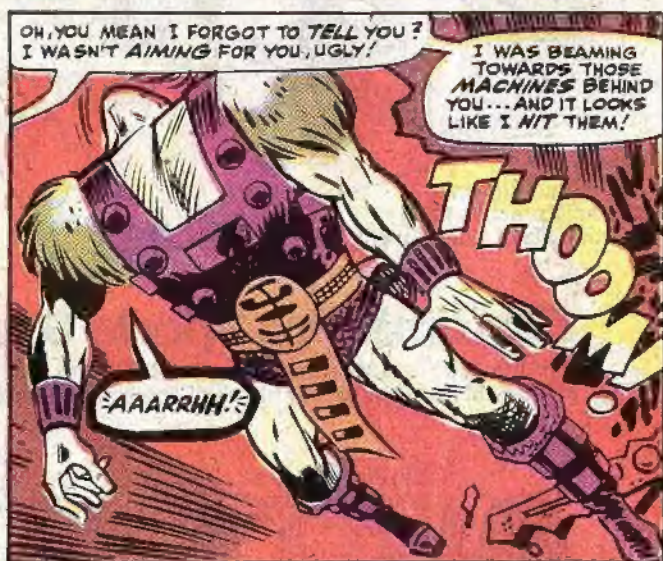
HAD TO DO SOMETHING I NEVER TRIED BEFORE...

BY USING MY EYE-BEAMS LIKE ROCKETS... HURLING ME OUT OF THE WAY!



AND NOW, LET'S SEE HOW YOU FARE AGAINST A FULL DOSE OF OPTIC BLAST, MY SUB-HUMAN FRIEND!

BAH! YOUR AIM IS WIDE OF THE MARK, HUMAN! YOUR PUNY RAYS DO NOT EVEN STRIKE ME!



OH, YOU MEAN I FORGOT TO TELL YOU? I WASN'T AIMING FOR YOU, UGLY!

I WAS BEAMING TOWARDS THOSE MACHINES BEHIND YOU... AND IT LOOKS LIKE I HIT THEM!

AAARRHH!



BUT, SCANT SECONDS LATER... EVEN AS SWIRLS OF ACRID SMOKE STILL ENSHROUD THE UNDERGROUND RUINS...



...A GRUESOME, GARGANTUAN FORM RISES FROM AMIDST SHATTERED DEBRIS...

FOR THAT, YOU DIE... EVEN MORE SWIFTLY THAN YOUR FELLOW HUMANS!



THAT MINUTE EXPLOSION BARELY FAZED HIM! I'VE GOT TO USE FULL POWER ON HIM... AND HOPE IT STOPS HIM!

ARE YOU READY FOR ACTION AGAIN, MR. MCCOY?

AS FIT AS A RELATIVE FIDDLE, MR. SUMMERS!

DEATHLOK IS BACK! DON'T MISS ASTONISHING TALES #26— RIGHT NOW!

BUT THEN, UNEXPECTEDLY, THE SINISTER SUB-HUMAN **PAUSES...**

ANOTHER EARTH TREMOR... LIKE THOSE WHICH I FELT BEFORE...!

AND... A SUDDEN VISION FILLS MY ACHING BRAIN...

RUMMMBLE

* LAST ISH... WHERE ELSE? ... SUCCINCT STAN.

"I BEHOLD AN ACCURSED HUMAN... OPERATING AGAIN THE DEVICE WHICH CAUSES SUCH TREMORS...!"

THEN... I HAVE NO TIME TO WASTE ON THE TWO FOOLS WHO HERE OPPOSE ME!

THIS WILL HIDE MY DEPARTURE!

FOOMFF!

HOLY HANNAH! HE TORE ONE OF HIS STUDS FROM HIS CHESTPLATE... AND IT SET UP A SMOKE SCREEN!

AN EXCRUCIATINGLY EXACT ANALYSIS OF THE SITUATION, DEPUTY LEADER!

BUT, AS LONG AS THE BOUNDING, BLOODGEONING BEAST IS HERE...

...HE CAN SCARCELY HOPE TO ESCAPE!

UNNNHHH!

AND THEN AGAIN, MAYBE HE CAN!

THUD!

PROCEED WITH CAUTION, CYCLOPS! THAT'S FAR FROM AN ORDINARY FOG WE'RE DEALING WITH!

YOU CAN SAY THAT AGAIN, HANK!

IT MAY LOOK LIKE A MERE MIST... BUT ITS EXTERIOR IS AS HARD AS SOLID STONE!

STILL, WHY DID GROTESK USE IT TO FLEE.. WHEN HE STOOD A GOOD CHANCE OF BEATING US?

BUT, AS HIS STRANGELY SUPPLE FORM HURRIES THRU LABYRINTHINE TUNNELS BENEATH NEW YORK CITY, THE MIND OF GROTESK IS ON FAR DIFFERENT MATTERS....

IF MY VISION WAS TRUE, THEN MY HOUR OF ULTIMATE TRIUMPH IS AT HAND!

AT LAST, I SHALL HAVE REVENGE... REVENGE FOR THE UNDERGROUND ATOMIC BLASTS WHICH SHOOK MY CIVILIZATION IN DAYS PAST...

...REVENGE FOR THE DREAD RADIATION SICKNESS THAT KILLED MY PEOPLE... AND CHANGED ME INTO ONE WHO CAN ONLY BE CALLED... GROTESK!

KARATE

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THE TOTAL SELF-DEFENSE SYSTEM

In less than 24 hours you can learn the fantastic secrets of self-defense and you'll never be afraid again! This unique Home Course will reveal hundreds of fighting secrets that you can put to immediate use. Easy and exciting to learn, you'll be able to master any difficult situation. In less than 15 minutes a day, the knowledge of the World's Top Fighting Experts can be Yours!

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YOU CAN BECOME MORE POWERFUL THAN ANY MAN!

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- Destroy any attacker in seconds, even two or three attackers at once!
- Easy to read, completely illustrated instructions — learn at home!



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Name _____ Age _____

Address _____

City _____ State _____ Zip _____



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A BOX



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..... FOLD BACK ON DOTTED LINE (TYPE OR PASTE DOWN)

FROM _____

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CITY _____

STATE _____

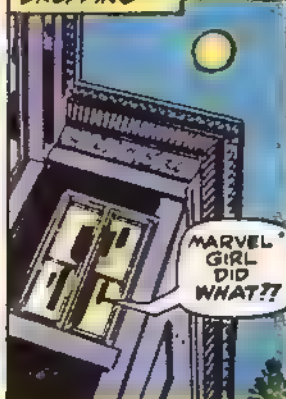
HOWEVER, WE MUST TEMPORARILY LEAVE OUR VITUPERATIVE VILLAIN... AND SWITCH TO X-MEN HQ, SOME TIME LATER...

...AFTER THAT IS, GROTESK'S HUMAN CAPTIVE HAS BEEN RETURNED TO HIS JOB AS STUDENT CUSTODIAN AT ARCHER COLLEGE.



* THAT'S JUST AN ASIDE FOR YOU HIT-PICKERS WHO THOUGHT WE'D FORGOTTEN ALL ABOUT HIM SINCE LAST ISSUE! NYAAH! ... GUESS WHO.

...AND NOW, IF YOU'RE NOT ABOVE A BIT OF EAVES-DROPPING...



MARVEL GIRL DID WHAT??

YOU HEARD ME, LEADER-MAN!

SHE WOULDN'T COME BACK TO THE SUBWAY WITH US... AND THE PROF BACKED HER UP!

AT LEAST YOU TWO WEREN'T HURT!



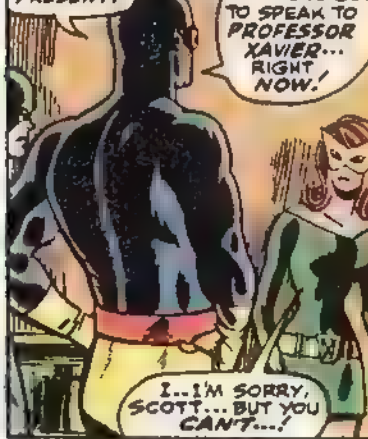
JUST OUR PRIDE, MY FEATHERED FRIEND!

THERE MUST HAVE BEEN SOME... REASON!

WAIT! HERE COMES JEAN NOW!

SCOTT... AND HANK! THANK HEAVENS YOU'RE ALL RIGHT! I WAS SO WORRIED ABOUT YOU...

WE'LL HAVE TO TAKE YOUR WORD ON THAT... FOR THE PRESENT!



ANYWAY, I'VE GOT TO SPEAK TO PROFESSOR XAVIER... RIGHT NOW!

I... I'M SORRY, SCOTT... BUT YOU CAN'T...

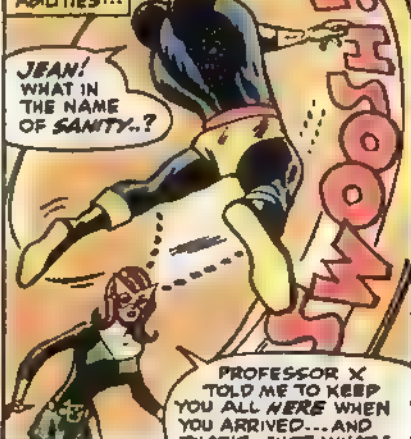
CAN'T? WHEN THE SAFETY OF THE ENTIRE EARTH IS AT STAKE, NOBODY SAYS CAN'T TO... CYCLOPS!

NOT YOU... NOT EVEN THE PROFESSOR!

NOW, STAND ASIDE! I'M GOING IN!



BUT, ONE SHOULD NEVER UNDERESTIMATE THE POWER OF A WOMAN... ESPECIALLY WHEN SHE HAS TELEKINETIC ABILITIES...



JEAN! WHAT IN THE NAME OF SANITY...?

PROFESSOR X TOLD ME TO KEEP YOU ALL HERE WHEN YOU ARRIVED... AND THAT'S JUST WHAT I INTEND TO DO!

KEEP US HERE? THEN... YOU MEAN HE'S GONE?



WHAT'S GOING ON AROUND HERE, JEAN?

WHY ARE YOU HOLDING US ALL BACK TELEKINETICALLY?

I'M ONLY OBEYING THE PROFESSOR'S ORDERS! I... WAIT!!

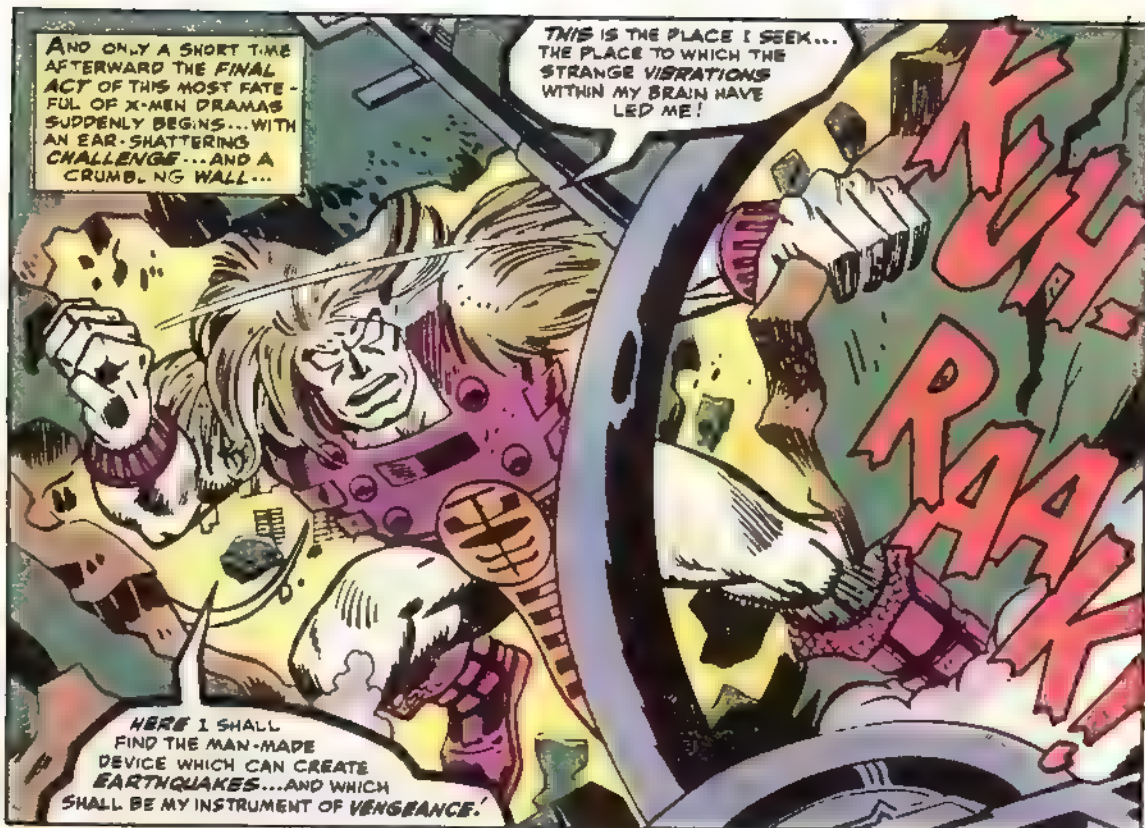
I JUST GOT A TELEPATHIC COMMAND FROM HIM... TELLING ME TO BRING ALL OF YOU TO HIM... AT ONCE!

A TELEPATHIC COMMAND? THEN... WHY DIDN'T WE HEAR IT, TOO?

NO TIME TO EXPLAIN NOW! ARE YOU COMING WITH ME... OR NOT?

AFFIRMATIVE, LADY! BUT, WHEN THIS IS OVER, THERE HAD BEST BE A PARTICULARLY LUCID EXPLANATION FOR IT ALL!

THERE WILL BE... IF ANY OF US SURVIVE!!



AND ONLY A SHORT TIME
AFTERWARD THE FINAL
ACT OF THIS MOST FATE-
FUL OF X-MEN DRAMAS
SUDDENLY BEGINS...WITH
AN EAR-SHATTERING
CHALLENGE...AND A
CRUMBLING WALL...

THIS IS THE PLACE I SEEK...
THE PLACE TO WHICH THE
STRANGE VIBRATIONS
WITHIN MY BRAIN HAVE
LED ME!

HERE I SHALL
FIND THE MAN-MADE
DEVICE WHICH CAN CREATE
EARTHQUAKES...AND WHICH
SHALL BE MY INSTRUMENT OF VENGEANCE!



THEN, WITH A HAND THAT CLOSES LIKE
A STEEL CLAMP, THE GIGANTIC
FIGURE GRASPS A SEATED HUMAN
FORM...!

WHO ARE
YOU...?

WHAT DO YOU
WANT WITH
ME?

I AM THE
SUB-
HUMAN--
HE WHO
IS CALLED..
GROTESK!

AND, WHAT
I DESIRE
IS THAT
ACCURSED
MACHINE!

JUST AS
YOUR KIND
DESTROYED
MY RACE WITH
YOUR WEAPONS TESTS,
SO SHALL I OBLITERATE
YOUR ENTIRE PLANET!



SO, YOUR MOTIVE IS REVENGE
...JUST AS I HAD
SUSPECTED!

THEN, THERE
IS NO LONGER
ANY NEED
FOR THIS
DISGUISE!

YOUR FACE...
IT WAS NOTHING
MORE THAN
A SYNTHETIC
MASK!

YES, GROTESK! I
AM PROFESSOR
X...LEADER OF
THE COSTUMED ONES
WHOM YOU FOUGHT
BEFORE!



BAH! WHAT CARE I ABOUT
THEM NOW...OR ABOUT YOU,
AND YOUR FUTILE MASQUERADE?

I HAVE THE
MACHINE
NOW...AND
THAT IS ALL
THAT
MATTERS!

HE'S EVEN
STRONGER...
FASTER...
THAN I HAD
DARED
IMAGINE!

MUST MANAGE TO FALL
LIGHTLY...SO THAT I CAN ATTACK
HIM ANEW WITH A MENTAL BOLT!

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creaky sounds like a
creaking door chains
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THUS AS THE INVADER FROM THE CAVERNIOUS DEPTHS DISDAINFULLY TURNS HIS BACK...

SOME UNCANNY INSTINCT SEEMS TO BE GUIDING HIM TO THE CONTROL PANEL!

EARTH'S FATE HANGS IN THE BALANCE!

JUST AS I FEARED!

AT LAST! WITH A PULL OF THAT LEVER I CAN FINALLY FIND DEATH... AND PEACE!

AND I SHALL DIE CONTENT... KNOWING THAT ALL MANKIND SHALL PERISH WITH ME!

HE'S RIGHT! MY MENTAL PROBING EARLIER PROVED THAT THE OSCILLOTRON COULD TRULY TEAR THE EARTH APART!

I GAINED ENTRANCE HERE DISGUISED AS ITS INVENTOR... THEN MENTALLY CALLED GROTESK HERE!

I HOPED TO HANDLE HIM ALONE... WITHOUT ENDANGERING THE X-MEN... BUT I FAILED!

MUST PREVENT GROTESK... FROM PULLING THAT SWITCH!

THE NEXT INSTANT, WITH THE MATCHLESS SPEED OF PURE THOUGHT... PROFESSOR X STRIKES!!

SOMETHING... GRIPS ME... LIKE A HAND OF STRONGEST METAL!

UNNNHH!!

THE VOICE INSIDE MY BRAIN... IT BIDS ME TURN AWAY FROM THE MACHINE...

THEN IT WAS THE PUNY HUMAN BEFORE ME... WHO CALLED ME HERE... LURED ME INTO A TRAP!

BUT IT IS EVER THE SURFACE-DWELLERS WHO ARE THE HUNTED... AND GROTESK MUST BE THE HUNTER!

I SHALL... I MUST CONQUER... THAT I MAY DESTROY!!

HIS MUTATED BRAIN IS ERECTING A BARRIER AGAINST MY MENTAL BOLTS!

YET, IF I FAIL NOW... THE EARTH IS LOST!

MUST CONCENTRATE... HARDER...

HARDER...

HARDER...!!

BUT, AT THE FATEFUL, CRUCIAL SECOND...

IT IS... DONE!

THUNK!

INSTANTANEOUSLY AMIDST
A DIZZYING KALEIDOSCOPE
OF COLOR...THE OSCILLO-
TRON HUMS INTO VIBRANT
MENACING LIFE...

WHIRRRRRRRRR

NOW...LET THE CREATURES
OF THE OUTER WORLD DO
WHAT THEY WILL!

THEY ARE
DOOMED!!

THEN, EVEN AS GROTESK
RANTS DEADLY VIBRATIONS
BEGIN TO RADIATE DOWN
DOWN TO THE EARTH'S VERY
CORE...

WHEN, SUDDENLY...

ANOTHER OF THE
MASKED ONES..!

ANGEL!
YOU'VE
ARRIVED
JUST IN
TIME!

YOU MUST
MANAGE TO
TURN OFF THAT
DEVICE...
SOMEHOW.

I'LL TRY,
PROFESSOR...
BUT IT'S NOT
GONNA BE
EASY!

STAY
BACK,
HUMAN!

NO ONE
SHALL GET PAST
GROTESK!

MAYBE NOT, PAL...BUT,
YOU CAN'T BLAME AN EVER-
LOVIN' MUTANT FOR
TRYING!

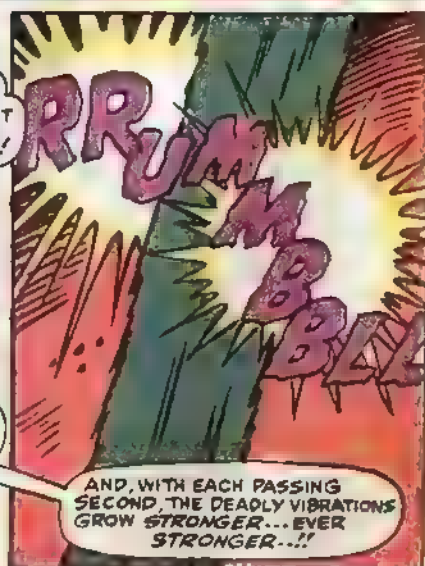
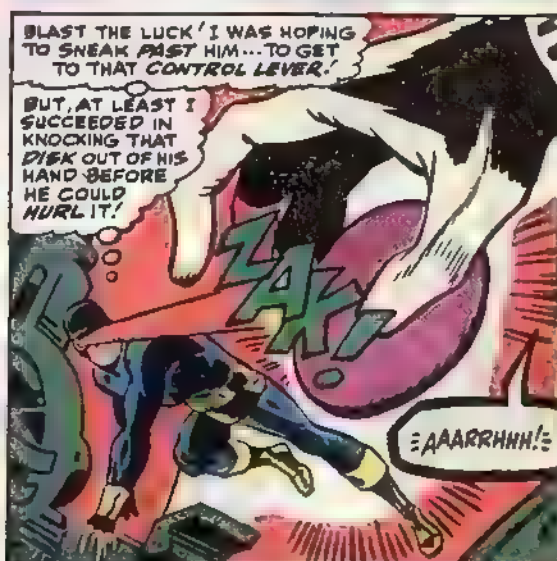
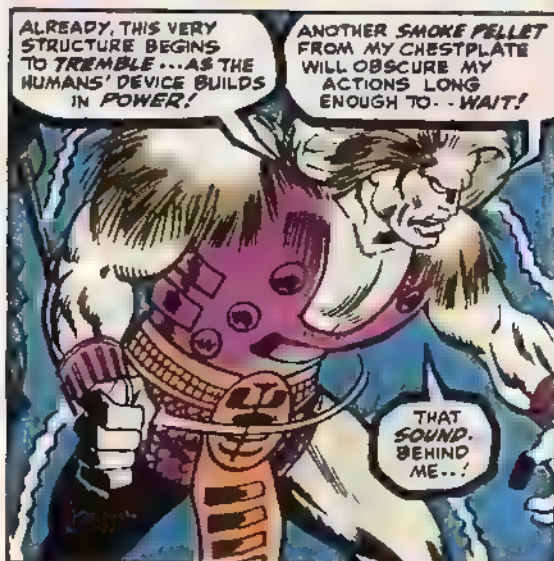
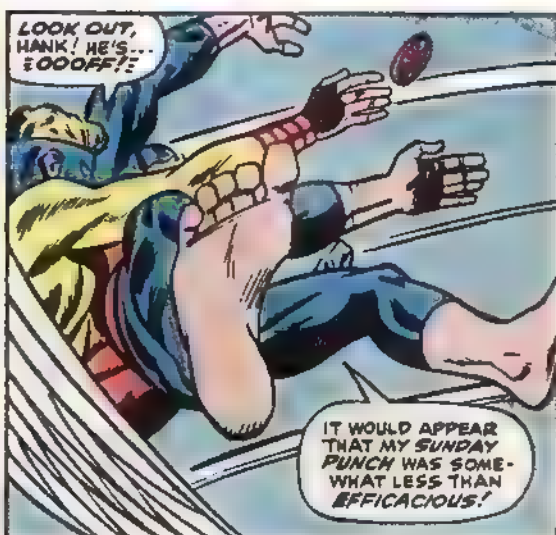
LET'S SEE IF A DOSE
OF THESE HELPS MY
CASE.

LIGHT!
BLINDING...
SEARING
LIGHT!

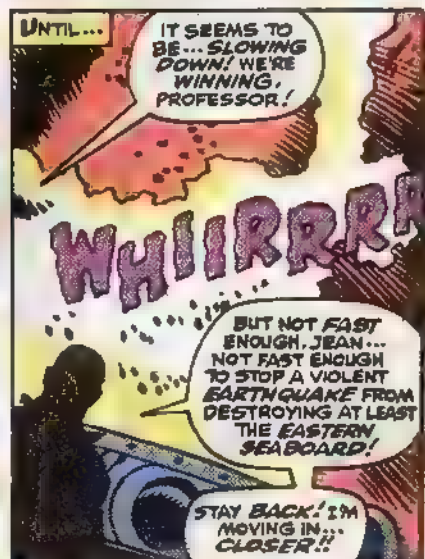
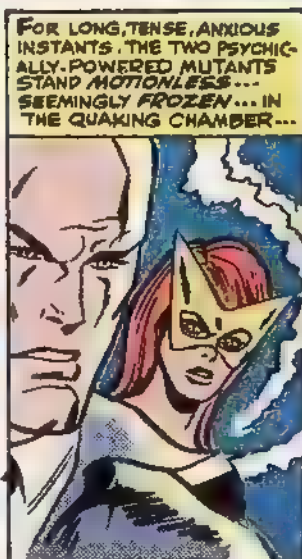
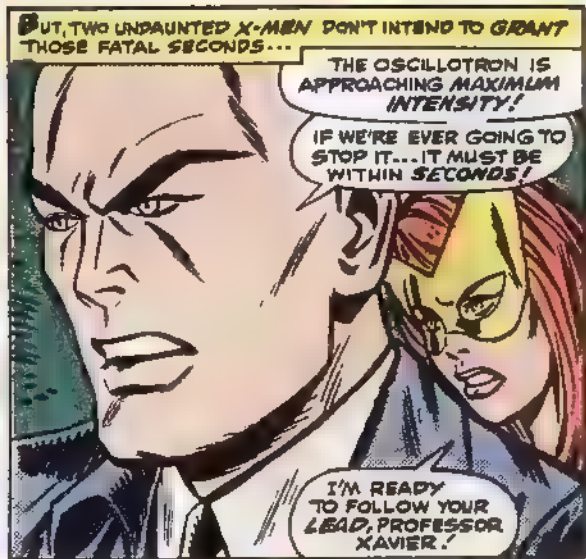
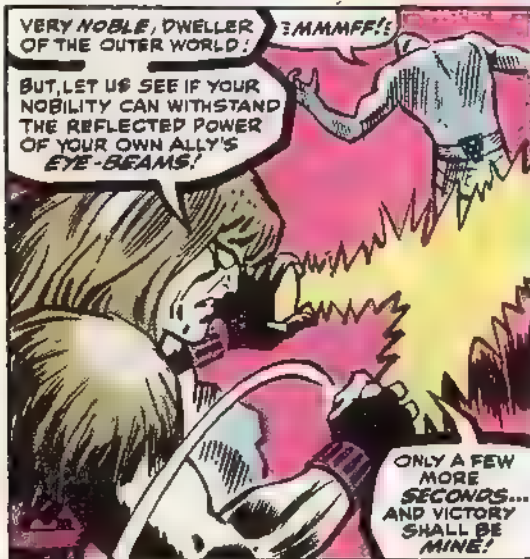
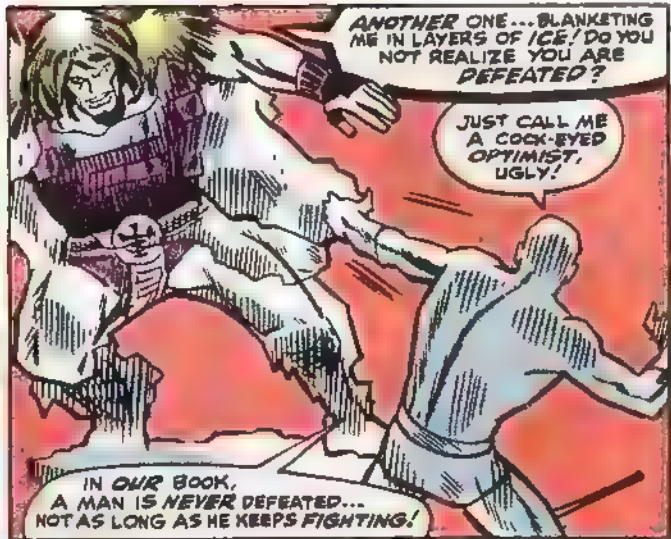
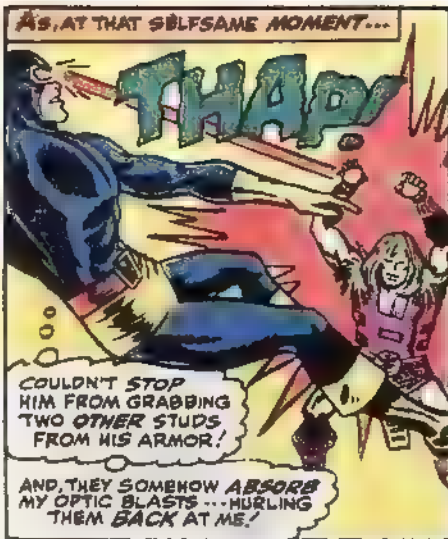
IT IS...
PAINFUL!
TAKE IT
AWAY...!

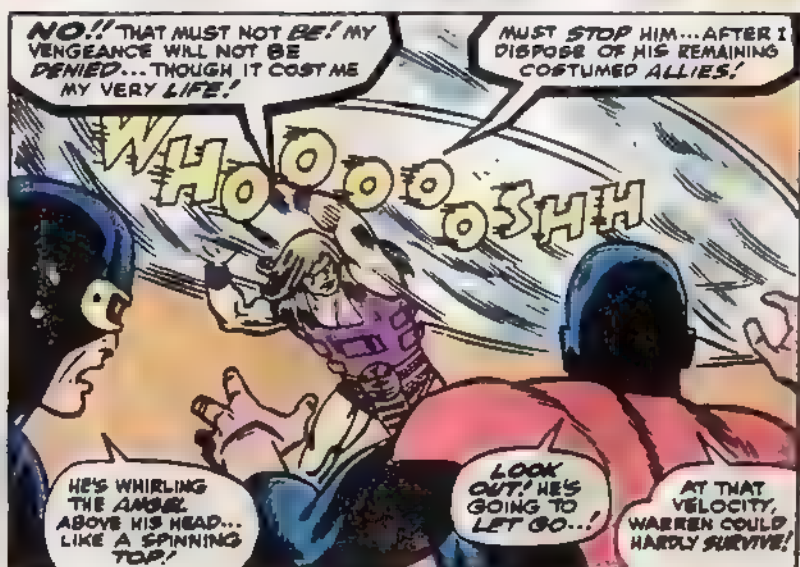
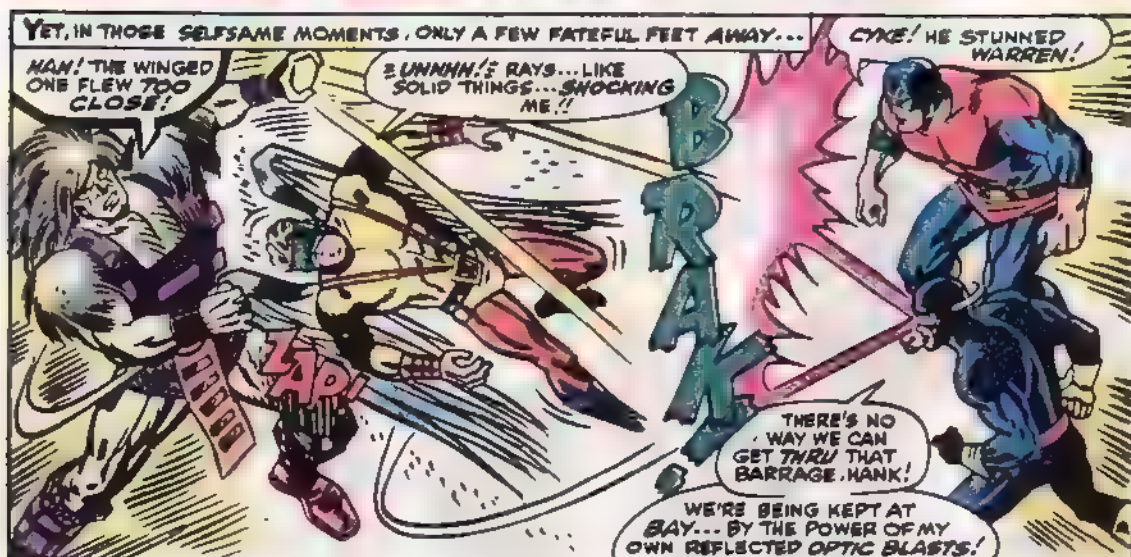
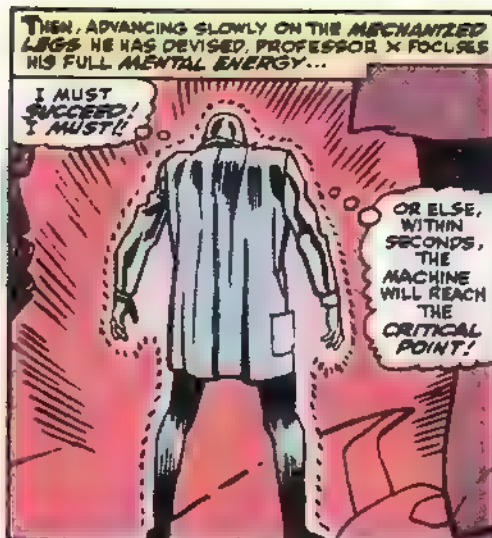
I THOUGHT THESE
SOLAR ORBS...WHICH
THE PROF USES TO STORE
THE SUN'S ENERGY FOR HIS
EXPERIMENTS...MIGHT COME
IN HANDY!

GROTESK IS A
SUBTERRANEAN
CREATURE OF DARK-
NESS... AND THESE THINGS
SHOULD MOMENTARILY BLIND HIM!

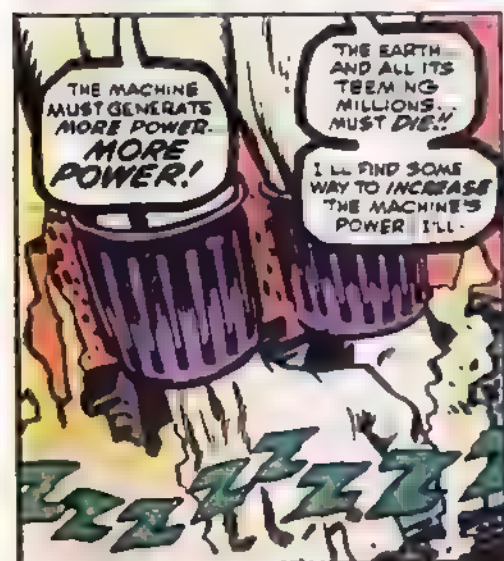
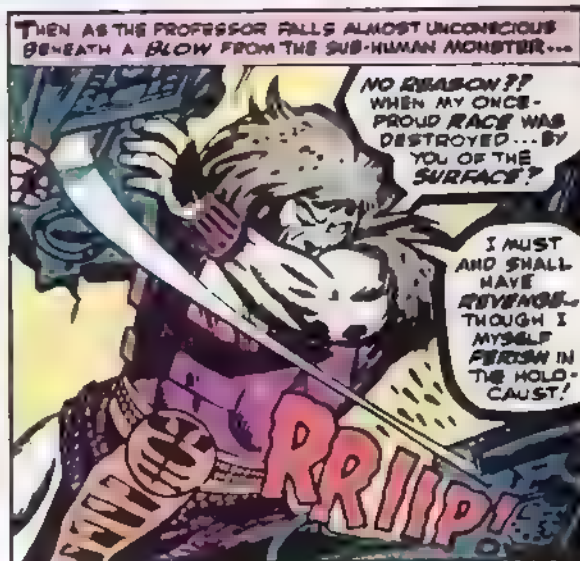
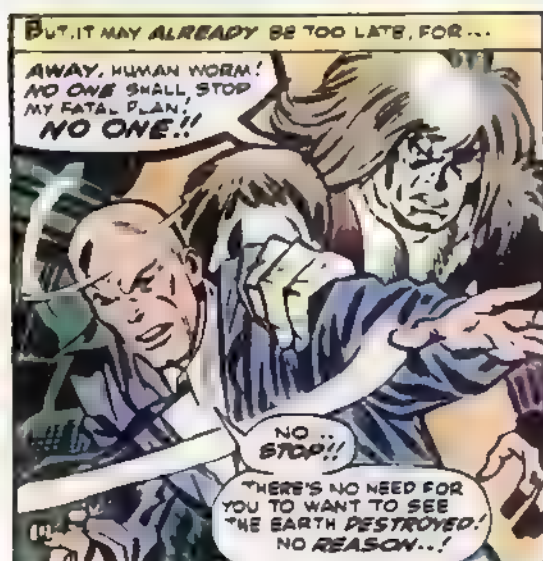


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THE SEARING BLAZE OF LIGHT LASTS BUT A FLEETING MOMENT. THEN...

GROTESK... IS FINISHED! THE EXPLOSION KILLED HIM!

BUT, LOOK THERE... AT THE PROFESSOR!

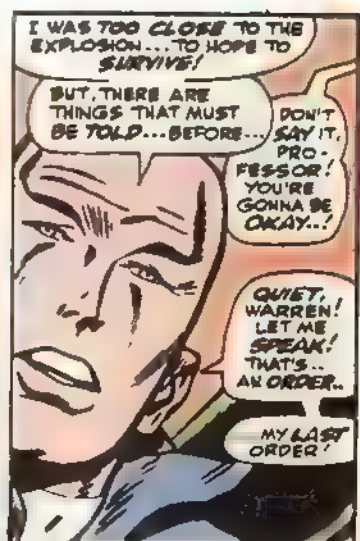
NO... NO! HE... HE CAN'T BE



EASY, GIRL! HE'S ALIVE... BUT JUST BARELY!

THEN, HE'LL BE ALL RIGHT! HE'S GOT TO BE!

NO, JEAN...



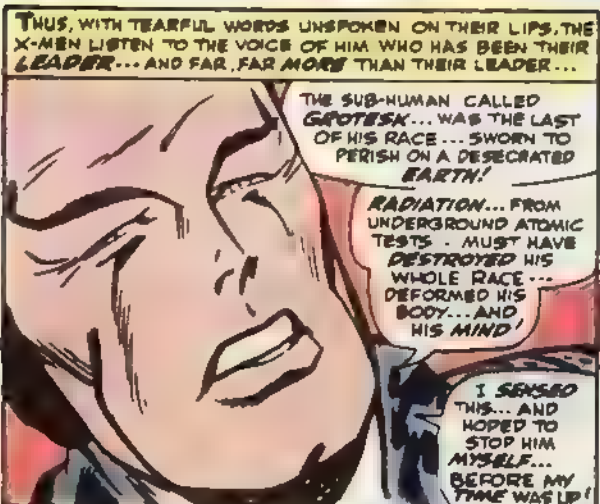
I WAS TOO CLOSE TO THE EXPLOSION... TO HOPE TO SURVIVE!

BUT, THERE ARE THINGS THAT MUST BE TOLD... BEFORE...

DON'T SAY IT, PROFESSOR! YOU'RE GONNA BE OKAY...

QUIET, WARREN! LET ME SPEAK! THAT'S AN ORDER.

MY LAST ORDER!

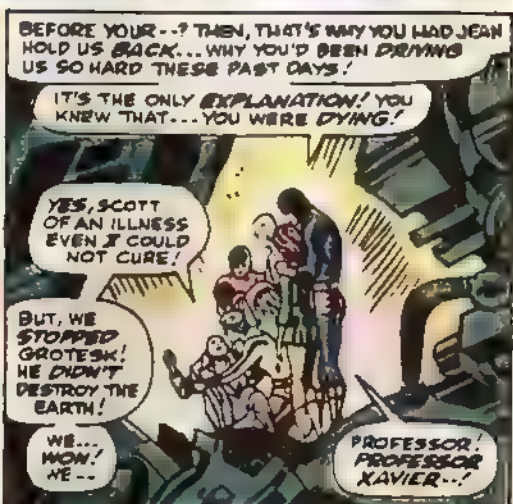


THUS, WITH TEARFUL WORDS UNSPOKEN ON THEIR LIPS, THE X-MEN LISTEN TO THE VOICE OF HIM WHO HAS BEEN THEIR LEADER... AND FAR, FAR MORE THAN THEIR LEADER...

THE SUB-HUMAN CALLED GROTESK... WAS THE LAST OF HIS RACE... SWORN TO PERISH ON A DESECRATED EARTH!

RADIATION... FROM UNDERGROUND ATOMIC TESTS... MUST HAVE DESTROYED HIS WHOLE RACE... DEFORMED HIS BODY... AND HIS MIND!

I SENSED THIS... AND HOPED TO STOP HIM MYSELF... BEFORE MY TIME WAS UP!



BEFORE YOUR--? THEN, THAT'S WHY YOU HAD JEAN HOLD US BACK... WHY YOU'D BEEN DRIVING US SO HARD THESE PAST DAYS!

IT'S THE ONLY EXPLANATION! YOU KNEW THAT... YOU WERE DYING!

YES, SCOTT OF AN ILLNESS EVEN I COULD NOT CURE!

BUT, WE STOPPED GROTESK! HE DIDN'T DESTROY THE EARTH!

WE... WOW! HE...

PROFESSOR! PROFESSOR XAVIER...!



SUDDENLY, HE'S SO STILL... SO UNMOVING...

WARREN... IS HE...??



HE'S... GONE!

POWER MAN VS POWER MAN, AND ONLY ONE SHALL SURVIVE!

THERE IS A TIME FOR WORDS...A TIME WHEN THEY CAN LIFT MEN'S SPIRITS...OR CHANGE THE SHAPE OF HISTORY YET UNWRITTEN! A TIME WHEN THEY CAN EXPLAIN AWAY...AND A TIME WHEN THEY CAN OFFER THE BALM OF SOLACE TO THE ACHING HEART...

BUT, AS THE SHOCKED AND SADDENED X-MEN WATCH THE TEARFUL ANGEL LIFT THE LIMP FORM OF CHARLES XAVIER FROM AN OUSTILL-SMOKING DEBRIS IT IS A TIME FOR NAUGHT...SAVE SILENCE...



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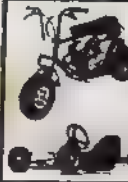
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WHY WON'T ANYONE
BELIEVE ME?
WHY? WHY?



YOU NEVER KNOW WHAT AN INNOCENT WALK IN THE WOODS MIGHT LEAD TO! TAKE OUR HERO, FOR INSTANCE...

GOOD LORD!

IT'S A SPACE SHIP!
IT MUST HAVE CRASH LANDED!

IT'S EMPTY! SAY! THAT BOOK... IT LOOKS LIKE THE SHIP'S LOG!

THIS IS TERRIBLE! ACCORDING TO THIS LOG, ALL OF EARTH IS IN THE GRAVEST DANGER!

IT TELLS HOW A CREATURE FROM SPACE WAS SENT HERE...

AFTER YOU HAVE LANDED ON EARTH, YOU WILL TRANSFORM YOURSELF TO LOOK LIKE AN EARTHLING.

YONDER IS EARTH. LITTLE DO ITS INHABITANTS REALIZE THAT THEIR DAYS ARE NUMBERED.

SO BE IT.

MY CONTROLS DO NOT FUNCTION CORRECTLY! I CANNOT SLOW DOWN THE SHIP! I MUST PREPARE FOR A CRASH LANDING!

THAT'S THE LAST ENTRY. HE MUST HAVE CRASHED IN THE NEXT FEW SECONDS!

BUT THE SHIP IS EMPTY!

THE ALIEN'S BODY IS NOT HERE!

THAT CAN ONLY MEAN ONE THING...

WONDROUSLY WITTY WORDS FROM A WOOLFUL OF WOMBATS!

STAN LEE'S SOAPBOX

Hey, troops, how does it feel to be part of nostalgia? Do you realize that just a few short years from now you'll be looking back at these days and referring to them as the Second Golden Age of Marvel? How come? Glad you asked! Not only does SPIDEY, our new co-publishing effort with Children's Television Workshop, make its first appearance this month — not only is CRAZY, The Magazine That Dares To Be Dumb, becoming a runaway best-seller in the satire field — not only does the eagerly awaited ORIGIN OF MARVEL COMICS go on sale throughout the world in October — not only have we revolutionized the magazine industry with our ever-growing group of black-and-white combination comic strip/story mags — not only do we have the largest, most successful line of color comics the world has ever known — not only

is the titanic TREASURY OF SPIDER-MAN the dynamite sensation of the season — but, wait'll you hear this. Sometime in August you'll have a chance to buy the most beautiful, most off beat, most sensational calendar of all time, namely, THE MARVEL COMICS CALENDAR FOR 1975! It's big, it's slick, it's in glorious color, and it's a juicy \$3.95 wherever books, magazines, and greeting cards are sold — in cities, towns, and campuses everywhere! But, if you think it's just an ordinary good looking calendar, forget it! It'll knock your eye out! Virtually every month, every week, every single day has a drawing, photo, gag, or some sort of skull blasting surprise to turn you on! It's Marvel at its maddest, marnest, and most magnificent! And it's Rascally Roy, at the top of his form, brilliantly aided by Merry Mane and the rest of the Betty Bullpen!

Best of all, it's peerlessly published by Simon & Schuster, who've included more cartoons, pictures, and paintings of more superheroes, villains, and assorted Marvel maniacs than you ever thought existed! In fact, we've just learned that PLAYBOY is planning a big write-up on the MARVEL COMICS CALENDAR FOR 1975 in its upcoming August issue! But I'd better sign off now before this sounds like bragging — 'cause you know how modest we Marvelites are! Just remember — if you'd kinda like to latch onto one of the greatest collectors' items of the century, grab yourself a Marvel Calendar before the Smithsonian Institute gobbles 'em all up! Anyway, that's enough low-key selling for now — wait'll you see what we've got lined up for next time!

Excelsior!

Stan

ITEM! Hmm. Looks like Smiley just about said it all already. Still, if there's any doubt that the whole wide world is becoming Marvel-conscious, the following fistful of personalized mini-items ought to erase 'em once and for all. To wit:

ITEM! First off, our own Rascally ROY THOMAS — who still manages to write a comic mag or three a month, in between his ever burgeoning editorial duties — was recently awarded an Alfred by the first International Comic Strip Congress at Angoulême, France (The "Alfred" after whom the coveted prize is named is a precocious penguin who appears in a French comic strip.) The award was given to Roy as best comics writer in a foreign language. Sheesh! And here all these years he thought he was writing in English!

ITEM! We neglected to mention it in the rush of other epoch-making events of the past few months, but *Cream Magazine*, one of the better-known rock magazines now on the stands, has been reviewing comics for some time now. Naturally, we don't exactly concur in all of its erudite evaluations, but we salute them for applauding the recent efforts of STARLIN, ENGLEHART, and MIL GROM on mags like *MASTER OF KUNG FU* and *CAPTAIN MARVEL*. 'Course the titanic trio have moved on to conquer new worlds since then — but wherever they pop up, either separately or in tandem, you can bet the result'll be well worth anybody's two bits!

ITEMS! The nominations for the annual Awards given out by the Academy of Comic Book Arts have been announced and, while we don't have room to sandwich 'em all in here, suffice it to say that the minions of Marvel were not exactly overlooked this time around. To

name just a couple of categories, two of the Best Continuing-Feature nominees were CONAN and TOMB OF DRACULA, while both CONAN and DR. STRANGE tales were nominated for Best Story. Likewise, both Judo JIM STARLIN and Kolorful KLAUS JANSON are up for Outstanding New Talent — while the lustrous names of MARIE SEVERIN, MIKE PLOOG, LARRY HAMA, and BOB FOSTER make the list of Best Humor Penciler nominees read virtually like the table of contents of *CRAZY Magazine*! As usual, we'll give a full unfettered list of the winners in a month or two, in one of our lit'n' letters columns. So keep watchin', hear?

ITEM! Well, we've finally caught up (more or less) with the Niagara of mail

which keeps cascading into 575 Madison — so we can finally start accepting memberships in our far-out, fabulously successful FOOM Fan Club! If you're not already one of the 25,000 or so members, then you're missing a personal, gold finished Membership Card — a fistful of sensational Shck-Ons — a special FOOM poster, featuring about a zillion of our greatest super stars — not to mention a several-issue trial subscription to our own FOOM Magazine, which gives you advance news items and inside glimpses into the madness that is Marvel. In case you've just decided you can no longer bear to remain one of the Unwashed and Underprivileged, here's a coupon that'll help you end it all —!

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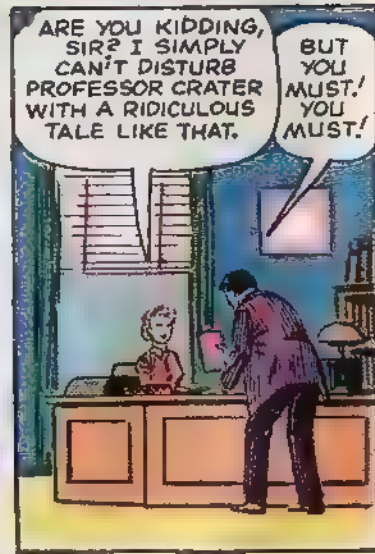
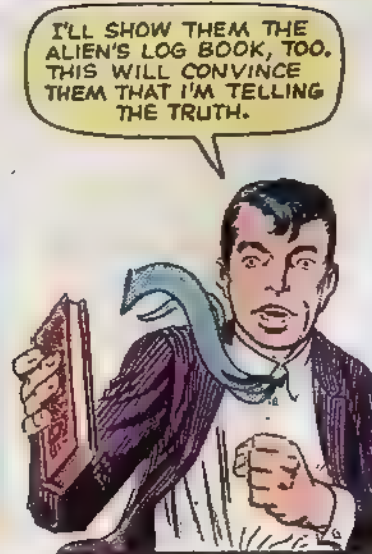
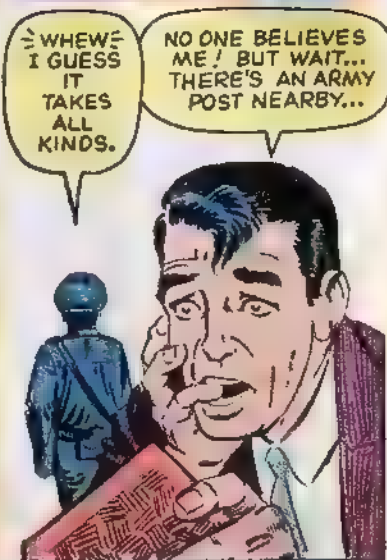
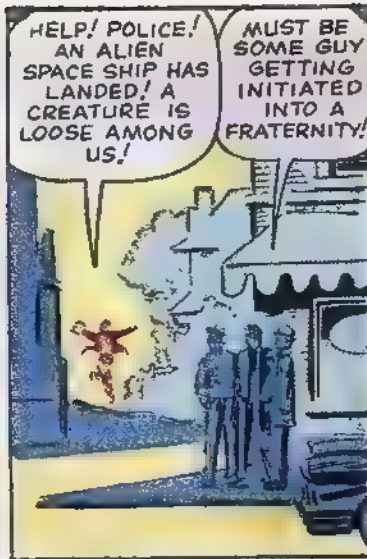
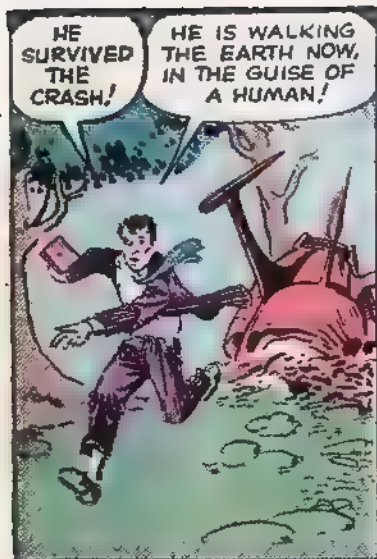
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UMBRELLA TENT
Sell Only 2 Orders

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for Scotch Tape} ↓

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FILL IN COUPON - REPLY CARD - CUT & MAIL TODAY - NO STAMP NEEDED

Fold Over Here ↓ **Don't Cut! Do Seal (Paste, Staple or Scotch Tape)** ↓ **No Stamp Needed!**

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